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Attorneys for Defendants  
9 ShoreTel, Inc.; John W. Combs; Michael E. Healy; Edwin J.  
Basart; Gary J. Daichendt; Thomas Van Overbeek; Kenneth  
10 D. Denman; Charles D. Kissner; and Edward F. Thompson

11 UNITED STATES DISTRICT COURT  
12  
13 NORTHERN DISTRICT OF CALIFORNIA

14  
15 In re SHORETEL, INC.  
SECURITIES LITIGATION  
16

Case No. C-08-00271-CRB

**STIPULATION AND [PROPOSED] ORDER  
SETTING BRIEFING SCHEDULE AND  
HEARING ON DEFENDANTS' MOTIONS TO  
DISMISS CONSOLIDATED AMENDED  
CLASS ACTION COMPLAINT**

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19 This Document Relates To:  
20 ALL ACTIONS.  
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WHEREAS, the above-captioned action is alleged to be a class action asserting violations of sections 11 and 15 of the Securities Act of 1933 (15 U.S.C. §§ 77k and 77o) against Defendants ShoreTel, Inc. ("ShoreTel"); John W. Combs, Michael E. Healy, Edwin J. Basart, Gary J. Daichendt, Thomas Van Overbeek, Kenneth D. Denman, Charles D. Kissner, and Edward F. Thompson (the "Individual Defendants"); and Lehman Brothers Inc., J.P. Morgan Securities Inc. and Piper Jaffray & Co. (the "Underwriter Defendants") (collectively, "Defendants");

WHEREAS, on April 25, 2008, this Court entered an order consolidating all related actions, appointing Plaintiffs Loren Swanson and Art Landesman as Lead Plaintiffs ("Plaintiffs") and approving their choice of counsel, and ordering a consolidated complaint to be filed by June 27, 2008;

WHEREAS, Plaintiffs filed their Consolidated Amended Class Action Complaint for Violations of Federal Securities Laws (the "Consolidated Complaint") on June 27, 2008;

WHEREAS, Defendants anticipate filing motions to dismiss the Consolidated Complaint under Rule 12(b)(6) of the Federal Rules of Civil Procedure;

WHEREAS, the parties have discussed and agreed upon a briefing schedule and hearing date for the anticipated motions to dismiss;

IT IS ACCORDINGLY STIPULATED, by and between the undersigned counsel for the parties in this action, as follows:

1. Defendants' motions to dismiss the Consolidated Complaint shall be filed no later than August 26, 2008;
2. Plaintiffs shall file their oppositions to Defendants' motions to dismiss no later than October 3, 2008;
3. Defendants shall file their reply briefs no later than October 24, 2008; and
4. The motions to dismiss will be heard by this Court on November 7, 2008 at 10:00 a.m., or a different date convenient for the Court.

1 Dated: July 10, 2008

FENWICK & WEST LLP

2  
3 By: /s/ Jennifer L. Kelly  
4 Jennifer L. Kelly

5 Attorneys for Defendants ShoreTel, Inc.; John  
6 W. Combs; Michael E. Healy; Edwin J. Basart;  
7 Gary J. Daichendt; Thomas Van Overbeek;  
8 Kenneth D. Denman; Charles D. Kissner; and  
9 Edward F. Thompson

BINGHAM MCCUTCHEN LLP

10 By: /s/ Charlene S. Shimada  
11 Charlene S. Shimada

12 Attorneys for Defendants Lehman Brothers  
13 Inc., J.P. Morgan Securities Inc. and Piper  
14 Jaffray & Co.

HAGENS BERMAN SOBOL SHAPIRO LLP

15 By: /s/ Peter E. Borkon  
16 Peter E. Borkon

Liaison Counsel for Lead Plaintiffs & the Class

FENWICK & WEST LLP  
ATTORNEYS AT LAW  
SAN FRANCISCO

**ATTESTATION PURSUANT TO GENERAL ORDER 45**

I, Jennifer L. Kelly, attest that concurrence in the filing of this document has been obtained from any signatories indicated by a “conformed” signature (/s/) within this e-filed document.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 10th day of July 2008, at San Francisco, California.

Dated: July 10, 2008

FENWICK & WEST LLP

By: /s/ Jennifer L. Kelly  
Jennifer L. Kelly

Attorneys for Defendants ShoreTel, Inc.; John W. Combs; Michael E. Healy; Edwin J. Basart; Gary J. Daichendt; Thomas Van Overbeek; Kenneth D. Denman; Charles D. Kissner; and Edward F. Thompson

FENWICK & WEST LLP  
ATTORNEYS AT LAW  
SAN FRANCISCO

**[PROPOSED] ORDER**

Pursuant to the above Stipulation, the briefing schedule agreed to by the parties is adopted, and Defendants' motions to dismiss the Consolidated Complaint shall be heard by this Court on November 7, 2008 at 10 a.m.

**IT IS SO ORDERED.**

Dated: \_\_\_\_\_, 2008

By: \_\_\_\_\_  
The Honorable Charles R. Breyer  
United States District Court Judge

FENWICK & WEST LLP  
ATTORNEYS AT LAW  
SAN FRANCISCO